



**U.S. Department of Justice**

Office of the United States Trustee  
*Southern District of New York*

33 Whitehall Street  
Twenty-first Floor  
New York, New York 10004

(212) 510-0500  
Fax: (212) 668-2255

February 6, 2002

Via Facsimile

W. Jonathan Airey, Esq.  
Vorys, Sater, Seymour & Pease, LLP  
Post Office Box 1008  
Columbus, Ohio 43215

Re: Enron Corp., et al., Case No. 01-16034 (AJG)

Dear Mr. Airey:

The United States Trustee is responding to your letter dated January 22, 2002 (the "January 22<sup>nd</sup> Letter") on behalf of your clients, the Independent Producers Group (the "Producers") requesting that the United States Trustee appoint a separate Official Creditors' Committee for Enron North America Corporation or Enron Energy Services in these cases.

On January 23, 2002 we sent to counsel for the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee"), a letter which requested their position on the issues raised in the January 22<sup>nd</sup> Letter. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtor, dated February 4, 2002, and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form a separate committee to represent creditors of Enron North America Corporation or Enron Energy Services because it appears that your clients are adequately represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your clients' claims. Moreover, at least eight members of the fifteen member Creditors' Committee hold claims with respect to Enron North America Corporation that exceed \$50 million each and aggregate in the billions of dollars. Because the current members of the Committee owe a fiduciary duty to act in the best interests of all unsecured creditors, including your clients, it

appears that your clients are adequately represented on the Creditors' Committee as constituted.

For the reasons set forth above, the United States Trustee declines to form a separate committee to represent creditors of Enron North America Corporation or Enron Energy Services. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to contact me. Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212) 530-5219  
Martin J. Bienenstock, Esq. (212) 310-8007



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February 6, 2002

Via Facsimile

Howard J. Weg, Esq.  
Peitzman, Glassman & Weg, LLP  
1801 Avenue of the Stars, Suite 1225  
Los Angeles, CA 90067

Re: Enron Corp., et al. - Request for Energy Sellers' Subcommittee

Dear Mr. Weg:

The United States Trustee is responding to your letter dated December 20, 2001 (the "December 20<sup>th</sup> Letter") on behalf of your client, Powerex Corp. ("Powerex") requesting that the United States Trustee appoint an Energy Sellers' Subcommittee of the Official Committee of Unsecured Creditors (the "Creditors' Committee") in these cases.

On December 21, 2001, we sent to counsel for the Debtors and the Creditors' Committee a letter which requested their position on the issues raised in the December 20<sup>th</sup> Letter. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtors, dated February 4, 2002, and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form an Energy Sellers' Subcommittee of the Creditors' Committee because it appears that your client is adequately represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your client. Because the current members of the Committee owe a fiduciary duty to act in the best interests of all unsecured creditors, including Powerex, it appears that your client is adequately represented on the Creditors' Committee as constituted.

Howard J. Weg, Esq.

February 6, 2002

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For the reasons set forth above, the United States Trustee declines to form an Energy Sellers' Subcommittee of the Creditors' Committee. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to contact me. Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212) 530-5219  
Martin J. Bienenstock, Esq. (212) 310-8007



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February 6, 2002

Via Facsimile

Wade A. Hoefling, Esq.  
Vice President and General Counsel  
Reliant Resources  
P.O. Box 1384  
Houston, TX 77251-1384

Re: Enron Corp., et al., Case No. 01-16034 (AJG)

Dear Mr. Hoefling:

The United States Trustee is responding to your letter dated January 29, 2002 (the "January 29<sup>th</sup> Letter") on behalf of your client, Reliant Resources ("Reliant") supporting the request of the Ad Hoc Energy Merchants Group that the United States Trustee appoint a separate Energy Creditors' Committee for Enron North America Corporation in these cases.

In January 2002, we sent to counsel for the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee") a letter which requested their position on the issues raised by the Ad Hoc Energy Merchant Group's letters. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtors, dated February 4, 2002, and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form a separate Energy Creditors' Committee for Enron North America Corporation because it appears that your client is adequately represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your client's claim. Moreover, at least eight members of the fifteen member Creditors' Committee hold claims with respect to Enron North America Corporation that exceed \$50 million each and aggregate in the billions of dollars. Because the current members of the Creditors' Committee owe a fiduciary duty

Wade A. Hoefling, Esq.

February 6, 2002

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to act in the best interests of all unsecured creditors, including Reliant, it appears that your client is adequately represented on the Creditors' Committee as constituted.

For the reasons set forth above, the United States Trustee declines to form a separate Energy Creditors' Committee for Enron North American Corporation. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to contact me. Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212) 530-5219  
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February 6, 2002

Via Facsimile

Deborah A. Reperowitz, Esq.  
Reed Smith  
The Legal Center  
One Riverfront Plaza  
Newark, New Jersey 07102-5401

Re: Enron Corp., et al., Case No. 01-16034 (AJG)

Dear Ms. Reperowitz:

The United States Trustee is responding to your letter dated January 15, 2002 (the "January 15<sup>th</sup> Letter") on behalf of your client, Wiser Oil Company, requesting that the United States Trustee appoint a separate Official Creditors' Committee for Enron North America Corporation in these cases.

On January 23, 2002 we sent to counsel for the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee"), a letter which requested their position on the issues raised in the January 15<sup>th</sup> Letter. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtor, dated February 4, 2002, and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form a separate committee to represent creditors of Enron North America Corporation because it appears that your clients are adequately represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your client's claim. Moreover, at least eight members of the fifteen member Creditors' Committee hold claims with respect to Enron North America Corporation that exceed \$50 million each and aggregate in the billions of dollars. Because the current members of the Committee owe a fiduciary duty to act in the

best interests of all unsecured creditors, including your clients, it appears that your clients are adequately represented on the Creditors' Committee as constituted.

For the reasons set forth above, the United States Trustee declines to form a separate committee to represent creditors of Enron North America Corporation. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to contact me. Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212) 530-5219  
Martin J. Bienenstock, Esq. (212) 310-8007



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February 5, 2002

Via Facsimile

Thomas E. Lauria, Esq.  
White & Case, LLP  
First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2352

Re: Enron Corp., et al., Case No. 01-16034 (AJG)

Dear Mr. Lauria:

The United States Trustee is responding to your letters dated December 17, 2001 (the "December 17<sup>th</sup> Letter") and January 3, 2002 (the "January 3<sup>rd</sup> Letter") on behalf of your clients requesting that the United States Trustee appoint an additional official committee comprised of the Debtors' energy trading partners or an energy subcommittee of the existing Official Committee of Unsecured Creditors in these cases. The United States Trustee also reviewed, at your request, and included in reaching her determination, the factual information contained in your motion to amend the order confirming the USB sale, filed February 1, 2001.

On January 3, 2002 we sent to counsel for the Debtor and the Official Committee of Unsecured Creditors (the "Creditors' Committee") a letter which requested their position on the issues raised in your December 17<sup>th</sup> Letter and January 3<sup>rd</sup> Letter. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtor, dated February 4, 2002 and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form an additional official committee comprised of the Debtors' energy trading partners or an energy subcommittee of the existing Official Committee of Unsecured Creditors. The United States Trustee has concluded that your clients are adequately

represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your clients' claims. We note that at least eight members of the existing fifteen member Creditors' Committee have claims at the trading company level in excess of \$50 million each. Also the cash management issues that your clients have raised and pursued concern all creditors of cash positive entities and does not weigh in favor of an additional committee. In sum, the current members of the Creditors' Committee owe a fiduciary duty to act in the best interests of all unsecured creditors. Your clients are adequately represented by the Creditors' Committee as constituted.

For the reasons set forth above, the United States Trustee declines to form either an additional official committee comprised of the Debtors' energy trading partners or an energy subcommittee of the existing Official Committee of Unsecured Creditors at this time. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to submit it to my attention.

Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/Mary E. Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212-530-5219)  
Martin J. Bienenstock, Esq. (212-310-8007)



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February 6, 2002

Via Facsimile

Judith W. Ross, Esq.  
Thompson & Knight, LLP  
1700 Pacific Avenue, Suite 3300  
Dallas, Texas 75201

Re: Enron Corp., et al., Case No. 01-16034 (AJG)

Dear Ms. Ross:

The United States Trustee is responding to your letter dated January 16, 2002 (the "January 16<sup>th</sup> Letter") on behalf of your clients requesting that the United States Trustee appoint a separate Official Creditors' Committee for Enron North America Corporation in these cases. The United States Trustee also reviewed, and included in reaching her determination, the factual information contained in your letter to her dated February 1, 2001 concerning cash management issues in these cases.

In January 2002 we sent to counsel for the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee"), a letter which requested their position on the issues raised in the January 16<sup>th</sup> Letter. We received letters in response from (i) Martin J. Bienenstock, Esq., counsel to the Debtor, dated February 4, 2002, and (ii) Luc Despins, Esq., counsel to the Creditors' Committee, dated February 4, 2002.

It is the policy of the United States Trustee to appoint a committee of unsecured creditors that is representative of all types of unsecured claims against the estates. On December 12, 2001, the United States Trustee formed the Creditors' Committee in these cases, as amended on December 21, 2002. Based upon a review of all the information provided by the parties in respect of this issue, the United States Trustee has determined not to form a separate Official Creditors' Committee for Enron North America Corporation because it appears that your clients are adequately represented on the Creditors' Committee as constituted. Specifically, we note that there are currently three committee members, Williams Companies, the co-chair of the Creditors' Committee, Duke Energy, and National Energy Group, whose claims are substantially the same as your clients. Moreover, at least eight members of the fifteen member Creditors' Committee hold claims with respect to Enron North America Corporation that exceed \$50 million each and aggregate in the

billions of dollars. Because the current members of the Committee owe a fiduciary duty to act in the best interests of all unsecured creditors, including your clients, it appears that your clients are adequately represented on the Creditors' Committee as constituted.

For the reasons set forth above, the United States Trustee declines to form an Official Creditors' Committee for Enron North America Corporation. If you have any additional information that you wish the United States Trustee to consider, do not hesitate to contact me. Thank you.

Very truly yours,

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom  
Assistant United States Trustee

cc: Luc A. Despins, Esq. (212) 530-5219  
Martin J. Bienenstock, Esq. (212) 310-8007